

FILED

DEC 23 1982

10AM

Stewart C. Kuylen
SECRETARY OF STATE

CERTIFICATE OF MERGER
OF
COLT INDUSTRIES OPERATING CORP
INTO
CRUCIBLE INC

* * * * *

The undersigned corporation, organized and existing
under and by virtue of the General Corporation Law of the State
of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of
each of the constituent corporations of the merger are as
follows:

NAME	STATE OF INCORPORATION
Colt Industries Operating Corp	Delaware
Crucible Inc	Delaware

SECOND: That an Agreement of Merger between the
parties to the merger has been approved, adopted, certified,
executed and acknowledged by each of the constituent corpora-
tions in accordance with the requirements of subsection (c) of
section 251 of the General Corporation Law of the State of
Delaware.

THIRD: The name of the surviving corporation of the
merger is CRUCIBLE INC.

00003

FOURTH: That the Certificate of Incorporation of Crucible Inc, the surviving corporation, as in effect immediately prior to the Effective Time of the Merger, shall be and continue to be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 430 Park Avenue, New York, New York 10022.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall be effective at the close of business on December 30, 1982 (the "Effective Time of the Merger").

Dated: December 14, 1982

[CORPORATE SEAL]

CRUCIBLE INC

Attest:


W. J. A.
Secretary

By James G. Stickman
President

CIOC

00004

-2-